

RECORDATION NO. 26580-K FILED

MAY 27 '09 -7 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 27, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 7, dated as of May 26, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and Lease Supplement No. 7 being filed with the Board under Recordation Number 26580-J.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
Owner Trustee:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12th Floor Salt Lake City, UT 84111

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

7 railcars ADDED: DKPX 740001 - DKPX 740007 (REPLACING railcars DKPX 730037, DKPX 730087, DKPX 730120, DKPX 730124, DKPX 730125, DKPX 730154 and DKPX 730186).

A short summary of the document to appear in the index is:

Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 7.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 26580-K FILED

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MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST
INDENTURE SUPPLEMENT NO. 7
(Surface Transportation Board)

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT AND TRUST INDENTURE SUPPLEMENT NO. 7 ("Memorandum"), dated as of May 26, 2009, is between WILMINGTON TRUST COMPANY, not individually but solely as Indenture Trustee ("Indenture Trustee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not individually but solely as Owner Trustee ("Owner Trustee").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified as "Replaced Units" on Schedule 1 attached hereto (the "Replaced Units"), as indicated pursuant to the terms of that certain Trust Indenture and Security Agreement (DPC Trust 2006-1), dated as of September 28, 2006, and that certain Trust Indenture Supplement No. 6, dated as of February 27, 2007, between the Indenture Trustee and Owner Trustee. A Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 6 was entered into and filed with the Surface Transportation Board on February 27, 2007 at 8:09 a.m. and assigned recordation number 26580-I.

B. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (DPC Trust 2006-1) dated September 28, 2006, and that certain Lease Supplement No. 6 relating to the Replaced Units, dated as of February 27, 2007 (the "Lease Supplement No. 6"), between Owner Trustee, as Lessor, and Duke Energy Carolinas, LLC (f/k/a Duke Power Company LLC), as the Lessee. A Memorandum of Lease Agreement and Lease Supplement No. 6 was entered into and filed with the Surface Transportation Board on February 27, 2007 at 8:09 a.m. and assigned recordation number 26580-H.

C. Owner Trustee has granted to the Indenture Trustee a security interest in all of Owner Trustee's right, title and interest in those certain railcars identified as "Replacement Units" on Schedule 1 attached hereto (the "Replacement Units"), as indicated pursuant to the terms of that certain Trust Indenture and Security Agreement (DPC Trust 2006-1), dated as of September 28, 2006, and that certain Trust Indenture Supplement No. 7, dated as of May 26, 2009 (the "Trust Indenture Supplement No. 7"), between the Indenture Trustee and Owner Trustee.

D. In addition, other than Excepted Property, Owner Trustee has granted to the Indenture Trustee a security interest in that certain Equipment Lease Agreement (DPC Trust 2006-1) dated September 28, 2006, and that certain Lease Supplement No. 7 relating to the Replacement Units, dated as of May 26, 2009, between Owner Trustee, as Lessor, and Duke Energy Carolinas, LLC, as the Lessee.

E. Pursuant to Trust Indenture Supplement No. 7, the Indenture Trustee, as secured party, terminated, released and discharged the security interest in and mortgage lien on (i) all right, title, interest, claims and demands in, to and under the property comprising the Replaced Units, and (ii) all of the right, title and interest under, in and to such Lease Supplement No. 6, solely to the extent related to the Replaced Units.


F. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

G. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not individually but solely as Owner
Trustee

By: 
Name: David Wall
Title: Assistant Vice President

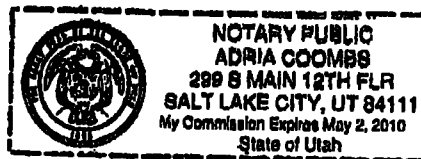
STATE OF Utah)
COUNTY OF Salt Lake) ss:

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this ____ day of May, 2009 by David Wall as Asst. Vice President of Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee.

My commission expires: _____

[Notarial Seal]


Notary Public



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WILMINGTON TRUST COMPANY, not individually
but solely as Indenture Trustee

By: [Signature]
Name: Jose L. Paredes
Title: Assistant Vice President

STATE OF Delaware)
) ss:
COUNTY OF New Castle)

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of New Castle this 13th day of May 13, 2009 by Jose Paredes, as AVP of Wilmington Trust Company, not individually but solely as Indenture Trustee.

Dianne M. Bruton
Notary Public

My commission expires: DIANNE M. BRUTON
Notary Public - State of Delaware
My Comm. Expires Nov. 27, 2011

[Notarial Seal]



SCHEDULE 1

REPLACED UNITS:

Basic Group #	Number of Units being replaced	Description	Car Marks/Numbers	Manufacturer
F	Seven (7)	118 ton capacity aluminum "Autoflood III" railcars with non-rotary F couplers, automatic bottom discharge and 4,200 cubic foot capacity	DKPX 730037 DKPX 730087 DKPX 730120 DKPX 730124 DKPX 730125 DKPX 730154 DKPX 730186	FreightCar America, Inc.

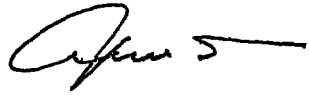
REPLACEMENT UNITS:

Basic Group #	Number of Replacement Units	Description	Car Marks/Numbers	Manufacturer
F	Seven (7)	119 ton capacity "RDL" aluminum longitudinal door -rapid discharge railcars with rotary couplers and 4,204 cubic foot level full capacity and 4,600 cubic foot 10" heap capacity	DKPX 740001 DKPX 740002 DKPX 740003 DKPX 740004 DKPX 740005 DKPX 740006 DKPX 740007	Trinity North American Freight Car, Inc.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/27/09



Robert W. Alvord